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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS

§

COUNTY OF TARRANT

§

§

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Starhill Ltd., whose address is 4311 West Lovers Lane, Suite 200, Dallas, Texas 75209 ("Lessor") executed that certain Oil, Gas and Mineral Lease dated April 30, 2008, which is recorded in Instrument No. 208221706 of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, Lessor and Lessee now desire to amend the Lease by amending the pooling provision in the lease to now allow for 450 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed for an oil well or gas well or horizontal completion to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction to do so.

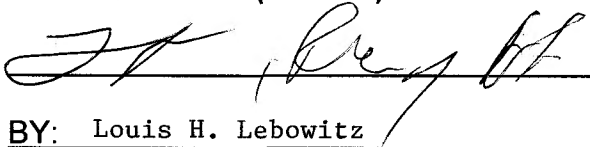
NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 30 day of June, 2010, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

STARHILL LTD. (LESSOR)



BY: Louis H. Lebowitz

TITLE: President of G.P.

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ACKNOWLEDGEMENT

THE STATE OF TEXAS §
COUNTY OF DALLAS §
§

This instrument was acknowledged before me on this the 30 day of June, 2010, by LOUIS H. LEBOWITZ on behalf of Starhill, Ltd.



Sandra Dawkins
Notary Public, State of Texas
Notary's Name (printed): SANDRA DAWKINS
Notary's Commission expires: 12/20/10

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

TRACKER SRVS
6850 MANHATTAN BLVD 250
FTW, TX 76120

Submitter: TRACKER SRVS

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Filed For Registration: 7/15/2010 12:15 PM

Instrument #: D210170970

OPR

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PGS

\$20.00

By: _____

Suzanne Henderson

D210170970

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: DBWARD